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Restated Articles of Incorporation

FILED
Secretary of State
State of California

10 JAN 11 2018 @

The undersigned certify that:

1. They are the president and the secretary, respectively, of Bay Area Tutoring Association, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article I

The name of the corporation is Bay Area Tutoring Association.

Article II

- a) This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Corporation Law for **charitable** purposes.
- b) The specific purpose of this corporation is to train and provide tutoring for low income students, immigrants, English Language Learners, Foster Youth and others for the advancement of their education.

Article V

- a) This corporation is organized and operated exclusively for the purposes set forth in **Article 2a** hereof within the meaning of Internal Revenue Code section 501(c)(3).
 - b) No substantial part of the activities of this corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statement) on behalf of any candidate or public office.
 - c) The property of this corporation is irrevocably dedicated to the purposes on **Article 2a** hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
 - d) Upon dissolution or winding down of this corporation, its assets, remaining after payment or provision for payment, of all debts, and liabilities, of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
 4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 1/11/18

President Name: Christopher Norwood President Signature _____

Secretary Name: Kelly Flanagan

Secretary (Signature) _____